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Tarrant County Texas

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Mary Louise O'Neal

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NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

RATIFICATION, AMENDMENT, REVIVOR & EXTENSION OF OIL & GAS LEASE

THE STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, on **January 17th, 2008**, an Oil and Gas Lease was entered into by and between **Kenneth W. O'Neal and wife, Mary D. O'Neal**, as Lessor(s), whose address is listed as 2905 Fox Hill Dr., Arlington, Texas 76015 and **Dale Property Services, LLC**, as Lessee, whose address is 2100 Ross Avenue, Suite 1870, LB-9, Dallas, Texas 75201; which is recorded in the Official Public Records of Tarrant County, Texas as **D208057929**; and,

WHEREAS, all of the rights, title and interest in said Lease were ultimately assigned to and acquired by Chesapeake Exploration, LLC, whose address is 6100 N Western Ave, Oklahoma City, Oklahoma 73118, and Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002 ("Lessee"); and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below; and,

The Lease states that the land covered thereby (the "leased premises") is described as follows:

0.213 acres of land, more or less, being Blk 1 Lot 8, Fox Hill Addition, an addition to the City of Arlington, Tarrant County, Texas, being more particularly described by that certain Plat recorded in Volume 388-62, Page 40, Plat records of Tarrant County, Texas.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

0.213 acres of land, more or less, being Blk 1 Lot 8, Fox Hill Addition, an addition to the City of Arlington, Tarrant County, Texas, being more particularly described by that certain Plat recorded in Volume 388-62, Page 49, Plat records of Tarrant County, Texas.

WHEREAS, Lessor and Lessee now desire to revive, ratify and amend the Lease and extend the primary term of the Lease by an additional eighteen (18) months as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to July 17, 2012 and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled there with, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

WHEREAS, this Amendment shall be binding upon and inure to the benefit of each of the parties hereto and their respective heirs, successors and assigns, and may be executed in multiple counterparts, each of which shall be deemed to be an original and shall be binding upon each party executing the same whether or not it is executed by all; and,

WHEREAS, the Lessor hereby grants and leases the Lease Premises to the Lessee on the terms and conditions set forth in the Lease, as amended hereby, and the Lessor hereby revives, adopts, ratifies and confirms the Lease, as amended hereby, and agrees that the Lease, as amended hereby is a valid and subsisting lease in full force and effect in accordance with its terms and provisions, as amended; and,

WHEREAS, terms defined in the Lease shall have the same meaning in this Amendment; and,

WHEREAS, it is further understood and agreed by all parties hereto that the provisions contained herein shall supersede any provision to the contrary in said Lease described herein, however in all other respects, said Lease and the prior provisions thereto, shall remain in full force and effect.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby revive, adopt, ratify, and confirm said lease, grant, demise and let the above described property unto Chesapeake, subject to and in accordance with all of the terms and provisions of said Lease as amended herein.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 17th day of January, 2011, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor(s) herein.

Lessor(s):

By: Kenneth W. O'Neal
Kenneth W. O'Neal

By: Mary D. O'Neal
Mary D. O'Neal

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____
Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

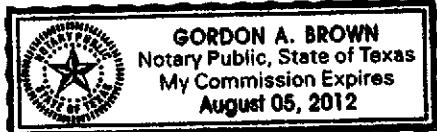
By: _____

ACKNOWLEDGMENT

STATE OF TEXAS §

COUNTY OF TARRANT §

This foregoing instrument was acknowledged before me on the 14 day of FEBRUARY 2011, by Kenneth W. O'Neal and wife, Mary D. O'Neal.



A large, handwritten signature of Gordon A. Brown is written over a printed notary seal. The seal contains the text "Notary Public, State of Texas" and "GORDON A. BROWN". The signature is written in cursive ink and appears to be "Gordon A. Brown".

ACKNOWLEDGMENTS

STATE OF _____ §
CITY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by Henry J. Hood, as Senior Vice President – Land and Legal & General Counsel of CHESAPEAKE EXPLORATION, L.L.C., on behalf of said limited liability company.

Notary Public in and for The State of _____

STATE OF _____ §
CITY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by _____ of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____